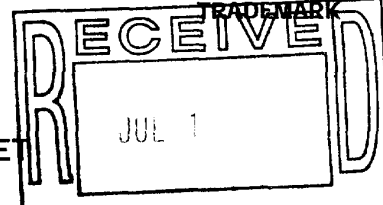


07-08-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



7-1-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name **TEAMS, Inc.**

Execution Date
Month Day Year
2 24 98

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization **Arizona**

Receiving Party

Mark if additional names of receiving parties attached

Name **Edwards-Ewen, Inc.**

DBA/AKA/TA _____

Composed of _____

Address (line 1) **4812 South Mill Avenue**

Address (line 2) _____

Address (line 3) **Tempe**

City

Arizona

State/Country

85282

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization **Arizona**

FOR OFFICE USE ONLY

07/07/1998 SMITH 00000016 75312464

01 FC:481
02 FC:482

40.00 OP
200.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
REEL: 1748 FRAME: 0700

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75312464"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1837009"/>	<input type="text" value="1796820"/>	<input type="text"/>
<input type="text" value="75205455"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1805159"/>	<input type="text" value="1725118"/>	<input type="text"/>
<input type="text" value="75205454"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1789848"/>	<input type="text" value="1687615"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Mark R. Edwards

Name of Person Signing

Mark R. Edwards

Signature

29 June 98

Date Signed

RECORDED
AT CORP COMMISSION
FILED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TEAMS, INC.

MAR 16 9 55 AM '98

APPR *D. J. [Signature]*
DATE APR 3 16 98
TERM _____
DATE _____

0247282-7

Pursuant to the provisions of Sections 10-1003 and 10-1006 of the Arizona Revised Statutes, the undersigned Corporation hereby adopts the following Articles of Amendment to the Articles of Incorporation:

FIRST: The name of the Corporation is **TEAMS, Inc.**

SECOND: The following amendments were unanimously recommended for shareholder approval by Consent in Lieu of Special Meeting of the Board of Directors of the Corporation on February 24, 1998, and were adopted by Consent in Lieu of Special Meeting of the Sole Shareholder of the Corporation on February 24, 1998, in the manner prescribed by applicable law:

RESOLVED, that Article I of the Corporation's Articles of Incorporation be, and hereby is, amended in its entirety to read as follows:

ARTICLE I

The name of the Corporation shall be:

EDWARDS-EWEN, INC.

THIRD: The number of shares of common stock of the Corporation outstanding at the time of such adoption was one thousand (1,000) shares and the number of shares entitled to vote thereon was one thousand (1,000) shares.

FOURTH: The designation and number of outstanding shares of each class or series of securities entitled to vote thereon as a class or series were as follows:

<u>CLASS OR SERIES</u>	<u>NUMBER OF SHARES</u>
Common	1,000

FIFTH: By class or series of securities, the number of shares of each class or series of securities voting for or against such amendment, was as follows:

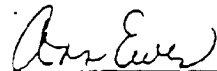
<u>CLASS OR SERIES</u>	<u>NUMBER OF SHARES FOR</u>	<u>NUMBER OF SHARES AGAINST</u>
Common	1,000	0

SIXTH: This Amendment does not provide for an exchange, reclassification or cancellation of issued shares.

SEVENTH: This Amendment does not effect a change in the amount of stated capital.

DATED: February 24, 1998.

TEAMS, INC., an Arizona corporation

By 
Ann J. Ewen, President